ORIGINAL SOUNDTRACK RECORDING

WRITTEN AND DIRECTED BY

JOEL & ETHAN COEN

INSIDE LLEWYN DAVIS

MUSIC PRODUCED BY

T BONE BURNETT, JOEL COEN & ETHAN COEN

1. **HANG ME, OH HANG ME**
(TRADITIONAL; ARRANGED BY OSCAR ISAAC & T BONE BURNETT)
OSCAR ISAAC

2. **FARE THEE WELL (DINK'S SONG)**
(TRADITIONAL; ARRANGED BY MARCUS MUMFORD, OSCAR ISAAC & T BONE BURNETT)
OSCAR ISAAC & MARCUS MUMFORD

3. **THE LAST THING ON MY MIND**
(TOM PAXTON)
STARK SANDS WITH PUNCH BROTHERS

4. **FIVE HUNDRED MILES**
(HEDY WEST)
JUSTIN TIMBERLAKE, CAREY MULLIGAN & STARK SANDS

5. **PLEASE MR. KENNEDY**
(ED RUSH, GEORGE CROMARTY, T BONE BURNETT, JUSTIN TIMBERLAKE, JOEL COEN & ETHAN COEN)
JUSTIN TIMBERLAKE, OSCAR ISAAC & ADAM DRIVER

6. **GREEN, GREEN ROCKY ROAD**
(LEN CHANDLER & ROBERT KAUFMAN)
OSCAR ISAAC

7. **THE DEATH OF QUEEN JANE**
(MUSIC BY DÁITHÍ SPROULE; LYRICS: TRADITIONAL)
OSCAR ISAAC

8. **THE ROVING GAMBLER**
(TRADITIONAL; ARRANGED AND ADAPTED BY THE DOWN HILL STRUGGLERS)
THE DOWN HILL STRUGGLERS WITH JOHN COHEN

9. **THE SHOALS OF HERRING**
(EWAN MACCOLL)
OSCAR ISAAC WITH PUNCH BROTHERS

10. **THE AULD TRIANGLE**
(BRENDAN BEHAN)
CHRIS THILE, CHRIS ELDRIDGE, MARCUS MUMFORD, JUSTIN TIMBERLAKE & GABE WITCHER

11. **THE STORMS ARE ON THE OCEAN**
(A.P. CARTER)
NANCY BLAKE

12. **FARE THEE WELL (DINK'S SONG)**
(TRADITIONAL; ARRANGED BY OSCAR ISAAC)
OSCAR ISAAC

13. **FAREWELL**
(UNRELEASED STUDIO VERSION)
(BOB DYLAN)
BOB DYLAN

14. **GREEN, GREEN ROCKY ROAD**
(LEN CHANDLER & ROBERT KAUFMAN)
DAVE VAN RONK

What *was* the fifties/sixties-era folk-music revival? There've been great accounts of it, including by Dave Van Ronk, the merchant marine turned jazzman turned country-blues interpreter whose life and music (though not personality) loosely inspire this film. What was it, though, in the sense of, why did it happen? Was it some kind of pop-cultural pivot, between the Beats and the Hippies? Or a more appealing version of the politically engaged agit-folk of the forties? Or could it have been something deeper? Was part of the country—faced with the specters of atomic war and political violence—doing what societies do at times of existential crisis, reaching down into the tribal soil, what passes for it, and singing against the dark? Possibly all of those things played a role. And as another great Coens character, H. I. McDunnough, might put it, "Then over here you have marketing."

You don't sing folk music—it sings you. A beauty of this movie is how you can watch that happening, watch the buried rivers of these songs, with their simple, bottomless themes, surface in characters' lives. This happens most powerfully in the scene where Llewyn performs for a Chicago club-owner. An informal audition. He could do something crowd-pleasing— he should, really—but instead he decides to play something weird and old, "The Death of Queen Jane," a song about a pregnant woman whose life is in danger, and about her baby, if it will live or die. By that point in the film we know these subjects aren't abstract for Llewyn. The forces that take the queen's life and spare her child move through him and the lives of people he loves (poorly). But he's trapped in his fate. He can sing about it but can't sing his way out of it. The movie takes the form of a folk song: there's a first verse, then a series of verses—in each of which something awful happens—and finally the first verse comes around again, seeming changed.

The casting of Oscar Isaac in the role of Llewyn allowed this to be a different sort of music movie. The Coens wanted live performances, very good ones, so that at certain moments, when the music would be happening, you'd suddenly be watching a little concert film. It's easy to find actors who can play and sing, and it's easy to find musicians who believe they can act, but to find someone who can do both at the level needed, and at the same time, is rare. Oscar Isaac had played some classical guitar in his youth, which helped with the fingerpicking. More than that, he turned out to have unnaturally good rhythm. The problem with putting live performances in a narrative movie, the reason nobody does it, is you can't splice the film together later; if the tempo is even a hair off, between takes, the flow is ruined. So you have the actors lip-sync to a prerecorded track. But that invariably looks cheesy. In order to get around the problem, T Bone Burnett (who produced this record) sat off camera with a stopwatch, timing Isaac's individual measures. If the actor were to vary by a split second, they'd have to go back and reshoot. But there was no variance. "I know it sounds like hyperbole," Burnett said, "but the whole time I sat there, he *never* varied." It isn't just Isaac, either. This movie brims with hybrid actor/musician talent. Listen closely to "The Auld Triangle"—that's famous-for-his-falsetto Justin Timberlake doing the bass part.

The finest moment here is probably "Fare Thee Well (Dink's Song)," as done by Isaac and Marcus Mumford. Scores of people have recorded this song, but you'll rarely hear it sound as solid and pretty. It's a tune heard, if the story is true, by the folk-song collector John Lomax (father of the better-known Alan) in Texas in 1908, sung by a woman living near a levee camp. They called her Dink. Nothing else is known about her. "Muddy river runs muddy and wild," she sang, "but can't give a bloody for my unborn child." Her words come out of Llewyn Davis's mouth, meaning something different, but still meaning. That's his hope.

—John Jeremiah Sullivan

1 HANG ME, OH HANG ME

(TRADITIONAL; ARRANGED BY OSCAR ISAAC T BONE BURNETT) OSCAR ISAAC

HANG ME, OH HANG ME, I'LL BE DEAD AND GONE
HANG ME, OH HANG ME, I'LL BE DEAD AND GONE
I WOULDN'T MIND THE HANGING
IT'S JUST THE LAYING IN THE GRAVE SO LONG
POOR BOY, I'VE BEEN ALL AROUND THIS WORLD

I'VE BEEN ALL AROUND CAPE JERDO AND PARTS OF ARKANSAS
ALL AROUND CAPE JERDO AND PARTS OF ARKANSAS
I GOT SO GODDAMN HUNGRY, I COULD HIDE BEHIND A STRAW
POOR BOY, I'VE BEEN ALL AROUND THIS WORLD

I WENT UP ON A MOUNTAIN, THERE I MADE MY STAND
I WENT UP ON A MOUNTAIN, THERE I MADE MY STAND
RIFLE ON MY SHOULDER AND THE DAGGER IN MY HAND
POOR BOY, I'VE BEEN ALL AROUND THIS WORLD

SO PUT THE ROPE AROUND MY NECK, HANG ME UP SO HIGH
PUT THE ROPE AROUND MY NECK, THEY HANGED ME UP SO HIGH
THE LAST WORDS I HEARD THEM SAY
IT WON'T BE LONG NOW BEFORE YOU DIE
POOR BOY, I'VE BEEN ALL AROUND THIS WORLD

BMG CHRYSALIS MUSIC OBO HENRY BURNETT MUSIC / MONSCAR, INC.

2 FARE THEE WELL (DINK'S SONG)

(TRADITIONAL; ARRANGED BY MARCUS MUMFORD, OSCAR ISAAC & T BONE BURNETT)
OSCAR ISAAC & MARCUS MUMFORD
CHRIS ELDRIDGE: ACOUSTIC GUITAR,
MARCUS MUMFORD: ACOUSTIC GUITAR,
CHRIS THILE: MANDOLIN, GABE WITCHER: FIDDLE

IF I HAD WINGS LIKE NOAH'S DOVE
I'D FLY THE RIVER TO THE ONE I LOVE
FARE THEE WELL, MY HONEY
FARE THEE WELL

I HAD A MAN WHO WAS LONG AND TALL
MOVED HIS BODY LIKE A CANNONBALL
FARE THEE WELL, MY HONEY
FARE THEE WELL

I REMEMBER ONE EVENING IN THE POURING RAIN
AND IN MY HEART WAS AN ACHING PAIN
FARE THEE WELL, MY HONEY
FARE THEE WELL

MUDDY RIVER IS MUDDY AND WILD
CAN'T GIVE A BLOODY FOR MY UNBORN CHILD
FARE THEE WELL, MY HONEY
FARE THEE WELL

SURE AS A BIRD FLYING HIGH ABOVE
LIFE AIN'T WORTH LIVING WITHOUT THE ONE YOU LOVE
FARE THEE WELL, MY HONEY
FARE THEE WELL

BMG CHRYSALIS MUSIC OBO HENRY BURNETT MUSIC / MONSCAR, INC. / UNIVERSAL-POLYGRAM INTERNATIONAL TUNES, INC.

3 THE LAST THING ON MY MIND

(TOM PAXTON) STARK SANDS WITH PUNCH BROTHERS
CHRIS ELDRIDGE: GUITAR, PAUL KOWERT: BASS, NOAM PIKELNY: BANJO, CHRIS THILE: MANDOLIN, GABE WITCHER: FIDDLE
T BONE BURNETT: GUITAR, COLIN LINDEN: GUITAR

IT'S A LESSON TOO LATE FOR THE LEARNIN'
MADE OF SAND, MADE OF SAND
IN THE WINK OF AN EYE MY SOUL IS TURNIN'
IN YOUR HAND, IN YOUR HAND

ARE YOU GOING AWAY WITH NO WORD OF FAREWELL
WILL THERE BE NOT A TRACE LEFT BEHIND
WELL, I COULD HAVE LOVED YOU BETTER
I DIDN'T MEAN TO BE UNKIND
YOU KNOW THAT WAS THE LAST THING ON MY MIND

YOU'VE GOT REASONS A-PLENTY FOR GOIN'
THIS I KNOW, THIS I KNOW
FOR THE WEEDS HAVE BEEN STEADILY GROWIN'
PLEASE DON'T GO, PLEASE DON'T GO

AS I LIE IN MY BED IN THE MORNIN'
WITHOUT YOU, WITHOUT YOU
EACH SONG IN MY BREAST DIES A-BORNIN'
WITHOUT YOU, WITHOUT YOU

EMI U CATALOG INC.

4 FIVE HUNDRED MILES

(HEDY WEST)
JUSTIN TIMBERLAKE, CAREY MULLIGAN & STARK SANDS
T BONE BURNETT: GUITAR,
DAVID MANSFIELD: GUITAR & FIDDLE,
MARCUS MUMFORD: GUITAR

IF YOU MISS THE TRAIN I'M ON, YOU WILL KNOW THAT I AM GONE
YOU CAN HEAR THE WHISTLE BLOW A HUNDRED MILES
A HUNDRED MILES, A HUNDRED MILES,
A HUNDRED MILES, A HUNDRED MILES
YOU CAN HEAR THE WHISTLE BLOW A HUNDRED MILES

LORD I'M ONE, LORD I'M TWO, LORD I'M THREE, LORD I'M FOUR
LORD I'M FIVE HUNDRED MILES AWAY FROM HOME
AWAY FROM HOME, AWAY FROM HOME,
AWAY FROM HOME, AWAY FROM HOME
LORD I'M FIVE HUNDRED MILES AWAY FROM HOME

NOT A SHIRT ON MY BACK, NOT A PENNY TO MY NAME
LORD I CAN'T GO BACK HOME THIS A-WAY
THIS A-WAY, THIS A-WAY, THIS A-WAY, THIS A-WAY
LORD I CAN'T GO BACK HOME THIS A-WAY

UNICHAPPELL MUSIC INC. OBO ATZAL MUSIC INC.

5 PLEASE MR. KENNEDY

(ED RUSH, GEORGE CROMARTY, T BONE BURNETT, JUSTIN TIMBERLAKE, JOEL COEN & ETHAN COEN)
JUSTIN TIMBERLAKE, OSCAR ISAAC & ADAM DRIVER
DENNIS CROUCH: BASS, COLIN LINDEN: GUITAR,
BUDDY MILLER: GUITAR

TEN, NINE, EIGHT, SEVEN, SIX, FIVE, FOUR, THREE, TWO...
ONE SECOND, PLEASE
PLEASE, MR. KENNEDY
I DON'T WANNA GO
PLEASE DON'T SHOOT ME INTO OUTER SPACE

I SWEAT WHEN THEY STUFF ME INTO PRESSURE SUITS
BUBBLE HELMET, FLASH GORDON BOOTS
NO AIR UP THERE IN GRAVITY ZERO
I NEED TO BREATHE, DON'T NEED TO BE A HERO
AND ARE YOU READING ME LOUD AND CLEAR? OH!

I'M SIX-FOOT-TWO, AND SO PERHAPS YOU'LL
TELL ME HOW TO FIT INTO A FIVE-FOOT CAPSULE
I WON'T BE KNOWN AS MAN OF THE CENTURY
IF I'M BLUBBERING UPON REENTRY
GOT A RED-BLOODED WIFE WITH A HEALTHY LIBIDO
YOU'LL LOSE HER VOTE IF YOU MAKE HER A WIDOW
AND WHO'LL PLAY CATCH OUT IN THE BACK WITH OUR KID? OH!

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6 GREEN, GREEN ROCKY ROAD

(LEN CHANDLER & ROBERT KAUFMAN)
OSCAR ISAAC

WHEN I GO BY BALTIMORE
NEED NO CARPET ON MY FLOOR
YOU COME ALONG AND FOLLOW ME
WE'LL GO DOWN TO GALILEE

HOWLIN' GREEN, GREEN ROCKY ROAD
YOU PROMENADIN' GREEN
TELL ME WHO YOU LOVE
TELL ME WHO YOU LOVE

SEE THAT CROW UP IN THE SKY
HE DON'T WALK, HE JUST FLY
HE DON'T WALK, HE DON'T RUN
KEEP ON FLAPPIN' TO THE SUN

HOOKA DOOKA, SODA CRACKER
DOES YOUR MAMA CHEW TOBACKER
IF YOUR MAMA CHEWS TOBACKER
HOOKA DOOKA, SODA CRACKER

WHEN I GO BY BALTIMORE
NEED NO CARPET ON MY FLOOR
YOU COME ALONG AND FOLLOW ME
THERE'S A MAN IN GALILEE

GL MUSIC, INC.

7 THE DEATH OF QUEEN JANE

(MUSIC BY DÁITHÍ SPROULE; LYRICS: TRADITIONAL)
OSCAR ISAAC

QUEEN JANE LAY IN LABOR FULL NINE DAYS OR MORE
'TIL HER WOMEN GREW SO TIRED, THEY COULD NO LONGER THERE
THEY COULD NO LONGER THERE

"GOOD WOMEN, GOOD WOMEN, GOOD WOMEN AS YOU BE
WILL YOU OPEN MY RIGHT SIDE AND FIND MY BABY
AND FIND MY BABY"

"OH NO," CRIED THE WOMEN, "THAT'S A THING THAT CAN NEVER BE
WE WILL CALL ON KING HENRY AND HEAR WHAT HE MAY SAY
AND HEAR WHAT HE MAY SAY"

KING HENRY WAS SENT FOR, KING HENRY DID COME
SAYING, "WHAT DOES AIL YOU, MY LADY?
YOUR EYES, THEY LOOK SO DIM
YOUR EYES, THEY LOOK SO DIM"

"KING HENRY, KING HENRY, WILL YOU DO ONE THING FOR ME?
WILL YOU OPEN MY RIGHT SIDE AND FIND MY BABY
AND FIND MY BABY"

"OH NO," CRIED KING HENRY, "THAT'S A THING THAT I CAN NEVER DO
IF I LOSE THE FLOWER OF ENGLAND, I SHALL LOSE THE BRANCH TOO
I SHALL LOSE THE BRANCH TOO"

THERE WAS FIDDLING AND DANCING ON THE DAY THE BABE WAS BORN
BUT POOR QUEEN JANE BELOVED, SHE LAY COLD AS A STONE
LAY COLD AS A STONE

DÁITHÍ SPROULE MUSIC

8 THE ROVING GAMBLER

(TRADITIONAL; ARRANGED AND ADAPTED BY THE DOWN HILL STRUGGLERS)
THE DOWN HILL STRUGGLERS
ELI SMITH: BANJO & VOCAL, WALKER SHEPARD: GUITAR,
CRAIG JUDELMAN: FIDDLE, JOHN COHEN: MANDOLIN

I AM A ROVING GAMBLER
GAMBLING DOWN IN TOWN
WHENEVER I MEET WITH A DECK OF CARDS
I LAY MY MONEY DOWN

I'VE GAMBLED UP IN WASHINGTON
I'VE GAMBLED OVER IN SPAIN
I'M ON MY WAY TO GEORGIA
TO KNOCK DOWN MY LAST GAME

I HAD NOT BEEN IN WASHINGTON
MANY MORE WEEKS THAN THREE
WHEN I FELL IN LOVE WITH A PRETTY LITTLE GIRL
SHE FELL IN LOVE WITH ME

TOOK ME IN HER PARLOR
COOLED ME WITH A FAN
WHISPERED LOW IN HER MAMA'S EAR
I LOVE THIS GAMBLING MAN

WELL, DAUGHTER, MY DEAR DAUGHTER
HOW COULD YOU TREAT ME SO
TO LEAVE YOUR KIND OLD MAMA
AND WITH THIS GAMBLER GO?

MAMA, MY DEAR MAMA
YOU KNOW I LOVE YOU WELL
BUT THE LOVE I HOLD FOR THE GAMBLING MAN
NO HUMAN TONGUE CAN TELL

SO GOODBYE, GOODBYE, MAMA
I'LL WRITE TO YOU IF I CAN
IF EVER I COME THIS WAY AGAIN
IT'LL BE WITH A GAMBLING MAN

DOWN HILL STRUGGLERS MUSIC

9 THE SHOALS OF HERRING

(EWAN MACCOLL) OSCAR ISAAC
WITH PUNCH BROTHERS
CHRIS ELDRIDGE: GUITAR, PAUL KOWERT: BASS, NOAM PIKELNY: BANJO, CHRIS THILE: MANDOLIN, GABE WITCHER: FIDDLE

O, IT WAS A FINE AND A PLEASANT DAY
OUT OF YARMOUTH HARBOR I WAS FARING
AS A CABIN BOY ON A SAILING LUGGER
FOR TO HUNT THE BONNY SHOALS OF HERRING

WELL, I EARNED MY KEEP AND I PAID MY WAY
AND I EARNED THE GEAR THAT I WAS WEARING
SAILED A MILLION MILES, CAUGHT TEN MILLION FISHES
THAT WE'D HUNTED IN THE SHOALS OF HERRING

NIGHT AND DAY, THE SEAS WERE DARING
COME, WIND, O CALL OUR WINTER GALE
SWEATING OR COLD, GROWING UP
GROWING OLD OR DYING
AS WE HUNT THE BONNY SHOALS OF HERRING

THE ROYALTY NETWORK, INC. OBO DAVID PLATZ MUSIC, INC.

10 THE AULD TRIANGLE

(BRENDAN BEHAN) CHRIS THILE, CHRIS ELDRIDGE, MARCUS MUMFORD, JUSTIN TIMBERLAKE & GABE WITCHER

A HUNGRY FEELING CAME O'ER ME STEALING
AND THE MICE WERE SQUEALING IN MY PRISON CELL
AND THE AULD TRIANGLE WENT JINGLE-JANGLE
ALL ALONG THE BANKS OF THE ROYAL CANAL

TO BEGIN THE MORNING A SCREW WAS BAWLING
"GET UP, YOU BOWSIE, AND CLEAN UP YOUR CELL!"
AND THE AULD TRIANGLE WENT JINGLE-JANGLE
ALL ALONG THE BANKS OF THE ROYAL CANAL

THE LAGS WERE SLEEPING
HUMPY GUSSY WAS CREEPING
AS I LAY THERE WEEPING FOR MY GIRL SAL
AND THE AULD TRIANGLE WENT JINGLE-JANGLE
ALL ALONG THE BANKS OF THE ROYAL CANAL

UP IN THE FEMALE PRISON THERE'S SEVENTY-FIVE WOMEN
AND AMONG THEM I WISH I DID DWELL
THEN THE AULD TRIANGLE COULD GO JINGLE-JANGLE
ALL ALONG THE BANKS OF THE ROYAL CANAL

COLGEMS-EMI MUSIC INC. OBO PETER MAURICE MUSIC

11 THE STORMS ARE ON THE OCEAN

(A.P. CARTER)
NANCY BLAKE
NANCY BLAKE: CELLO, NORMAN BLAKE: GUITAR & DOBRO, DAVID RAWLINGS: GUITAR, GILLIAN WELCH: VOCAL HARMONIES

I'M GOING AWAY TO LEAVE YOU, LOVE
I'M GOING AWAY FOR A WHILE
BUT I'LL RETURN TO YOU SOMETIME
IF I GO TEN THOUSAND MILES

THE STORMS ARE ON THE OCEAN
THE HEAVENS MAY CEASE TO BE
THIS WORLD MAY LOSE ITS MOTION, LOVE
SHOULD I PROVE FALSE TO THEE

WHO WILL DRESS YOUR PRETTY LITTLE FEET
WHO WILL GLOVE YOUR HAND
AND WHO WILL KISS YOUR ROSY RED CHEEKS
WHEN I'M IN A FAR-OFF LAND

PAPA WILL DRESS MY PRETTY LITTLE FEET
AND MAMA WILL GLOVE MY HAND
AND YOU CAN KISS MY ROSY RED CHEEKS
WHEN YOU RETURN AGAIN

HAVE YOU SEEN THOSE MOURNFUL DOVES
FLYING FROM PINE TO PINE
A-MOURNIN' FOR THEIR OWN TRUE LOVE
JUST LIKE I MOURN FOR MINE

PEER INTERNATIONAL CORP.

12 FARE THEE WELL (DINK'S SONG)

(TRADITIONAL; ARRANGED BY OSCAR ISAAC)
OSCAR ISAAC

IF I HAD WINGS LIKE NORA'S DOVE
I'D FLY THE RIVER TO THE ONE I LOVE
FARE THEE WELL, O HONEY
FARE THEE WELL

THE WOMAN I LOVE IS LONG AND TALL
SHE MOVES HER BODY LIKE A CANNONBALL
FARE THEE WELL, O HONEY
FARE THEE WELL

EARLY ONE MORNING, DRIZZLING RAIN
AND IN MY HEART, I FELT AN ACHING PAIN
FARE THEE WELL, O HONEY
FARE THEE WELL

ONE OF THESE MORNINGS, IT WON'T BE LONG
YOU'LL CALL MY NAME AND I'LL BE GONE
FARE THEE WELL, O HONEY
FARE THEE WELL

IF I HAD WINGS LIKE NORA'S DOVE
I'D FLY UP THE RIVER TO THE ONE I LOVE
FARE THEE WELL, O HONEY
FARE THEE WELL

MONSCAR, INC.

13 FAREWELL (UNRELEASED STUDIO VERSION)

(BOB DYLAN)
BOB DYLAN

OH IT'S FARE THEE WELL, MY DARLIN' TRUE
I'M LEAVIN' IN THE FIRST HOUR OF THE MORN
I'M BOUND OFF FOR THE BAY OF MEXICO
OR MAYBE THE COAST OF CALIFORN

SO IT'S FARE THEE WELL, MY OWN TRUE LOVE
WE'LL MEET ANOTHER DAY, ANOTHER TIME
IT AIN'T THE LEAVIN' THAT'S A-GRIEVIN' ME
BUT MY DARLIN' WHO'S BOUND TO STAY BEHIND

OH THE WEATHER IS AGAINST ME AND THE WIND BLOWS HARD
AND THE RAIN, SHE'S A-TURNIN' INTO HAIL
I STILL MIGHT STRIKE IT LUCKY ON A HIGHWAY GOIN' WEST
THOUGH I'M TRAVELIN' ON A PATH-BEATEN TRAIL

SPECIAL RIDER MUSIC

14 GREEN, GREEN ROCKY ROAD

(LEN CHANDLER & ROBERT KAUFMAN)
DAVE VAN RONK

WHEN I GO BY BALTIMORE
NEED NO CARPET ON MY FLOOR
YOU COME ALONG, FOLLOW ME
WE'LL GO DOWN TO GALILEE

HOWLIN' GREEN, GREEN ROCKY ROAD
YOU PROMENADIN' GREEN
TELL ME WHO YOU LOVE
TELL ME WHO YOU LOVE

SEE THAT CROW UP IN THE SKY
HE DON'T WALK, HE JUST FLY
HE DON'T WALK, HE DON'T RUN
HE KEEP ON FLAPPIN' TO THE SUN

LITTLE MISS JANE, YOU RUN TO THE WALL
DON'T YOU STUMBLE, DON'T YOU FALL
DON'T YOU SING, DON'T YOU SHOUT
WHEN I SAY, YOU COME RUNNIN' OUT

HOOKA DOOKA, SODA CRACKER
DOES YOUR MAMA CHEW TOBACKER
IF YOUR MAMA CHEWS TOBACKER
HOOKA DOOKA, SODA CRACKER

WHEN I GO BY BALTIMORE
NEED NO CARPET ON MY FLOOR
YOU COME ALONG, FOLLOW ME
THERE'S A MAN IN GALILEE

GL MUSIC, INC.

*MUSIC PRODUCED BY **T BONE BURNETT, JOEL COEN & ETHAN COEN***

*ASSOCIATE MUSIC PRODUCER: **MARCUS MUMFORD***

*RECORDED BY **JASON WORMER & PETER KURLAND** AT AVATAR STUDIOS, NEW YORK, NY; OLYMPIC STUDIOS, LOS ANGELES, CA; THE VILLAGE, WEST LOS ANGELES, CA; SOUND EMPORIUM, NASHVILLE, TN; HOUSE OF BLUES STUDIOS, NASHVILLE, TN*

*ADDITIONAL RECORDING BY **EMILE KELMAN, BOB MALLORY***

*ASSISTANT ENGINEERS: **ZACHARY DAWES, VANESSA PARR, BOB MALLORY, SHIN MIYAZAWA, CHRIS WILKINSON, ADAM TAYLOR, ZACK DEWALL***

*"THE STORMS ARE ON THE OCEAN" RECORDED BY **DAVE SINKO***

*MIXED BY **MIKE PIERSANTE** AT OLYMPIC STUDIOS, LOS ANGELES, CA*

*MASTERED TO THE CODE STANDARD BY **GAVIN LURSSEN** AT LURSSEN MASTERING, HOLLYWOOD, CA*

*GUITAR & EQUIPMENT TECHNICIANS: **THOMAS PERME, ZACHARY DAWES***

*PRODUCTION COORDINATOR: **IVY SKOFF***

*COVER PHOTO © **BETTMANN/CORBIS***

*UNIT PHOTOGRAPHER: **ALISON ROSA***

*DESIGN BY **BLT***

*SPECIAL THANKS: **BOB HURWITZ, SCOTT RUDIN, LARRY JENKINS, PATRICIA MURPHY, KARINA BEZNICKI, ELI BUSH, JASON COLTON, MARC CIMINO, MELISSA CUSICK, JASON KARLOV, JEFF ROSEN, SID FOHRMAN, EMIO ZIZZA***

*GUITARS PROVIDED BY **NORMAN HARRIS** OF NORMAN'S RARE GUITARS*

***MARCUS MUMFORD** APPEARS COURTESY OF GENTLEMEN OF THE ROAD AND GLASSNOTE RECORDS IN NORTH AMERICA, DEW PROCESS RECORDS IN AUSTRALIA, AND GENTLEMEN OF THE ROAD AND ISLAND RECORDS GROUP OUTSIDE OF NORTH AMERICA AND AUSTRALIA*

***JUSTIN TIMBERLAKE** APPEARS COURTESY OF RCA RECORDS*

***GILLIAN WELCH** AND **DAVID RAWLINGS** APPEAR COURTESY OF ACONY RECORDS*

*"**FAREWELL**" COURTESY OF COLUMBIA RECORDS BY ARRANGEMENT WITH SONY MUSIC LICENSING*

*DAVE VAN RONK'S "**GREEN, GREEN ROCKY ROAD**" COURTESY OF TRADITION & MODERNE*

nonesuch

MIKE ZOSS PRODUCTIONS

STUDIOCANAL

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